

PUBLIC ANNOUNCEMENT UNDER THE PROVISIONS OF REGULATIONS 3 (1) AND 4 READ WITH REGULATIONS 13 (1), 14, AND 15 (1) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AND SUBSEQUENT AMENDMENTS THERETO

**FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS OF
NANAVATI VENTURES LIMITED**

Corporate Identification Number: L51109GJ2010PLC061936;

Registered Office: Ward-6, PL – 2172 – 2173, 402, 4th Floor, Jin Ratna, Pipla Sheri, Mahidharpura, Surat – 395003, Gujrat, India; **Contact Number:** +91-9316691337;

Email Address: info@nventures.co.in; **Website:** www.nventures.co.in;

OPEN OFFER FOR ACQUISITION OF UP TO 12,14,200 OFFER SHARES REPRESENTING 26.00% OF THE VOTING CAPITAL OF NANAVATI VENTURES LIMITED, THE TARGET COMPANY, FROM ITS PUBLIC SHAREHOLDERS AT AN OFFER PRICE OF ₹90.00/- PER OFFER SHARE, PAYABLE IN CASH, BY MRS. NILA BISWAKARMA (ACQUIRER 1) AND MR. SAMAD AHMED KHAN (ACQUIRER 2), THE ACQUIRERS, PURSUANT TO AND IN COMPLIANCE WITH THE PROVISIONS OF REGULATIONS 3 (1) AND 4 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED.

This Public Announcement is being issued by Swaraj Shares and Securities Private Limited, the Manager to the Open Offer, for and on behalf of the Acquirers to the Public Shareholders of the Target Company pursuant to, and in compliance with the provisions of Regulations 3 (1), and 4 read with Regulations 13, 14, and 15 (1) and other applicable provisions of the SEBI (SAST) Regulations.

1. DEFINITIONS AND ABBREVIATIONS

For the purpose of this Public Announcement, the following terms shall have the same meanings assigned to them below:

- 1.1. **‘Acquirer 1’** refers to Mrs. Nila Biswakarma, wife of Mr. Bikash Rasily, aged about 34 years, Indian Resident, bearing Permanent Account Number ‘DCMPB0272G’ allotted under the Income Tax Act, 1961, resident at 3 No Line, Dalsing Para, Dalsingpara Tea Garden, Jalpaiguri – 735208, West Bengal, India.
- 1.2. **‘Acquirer 2’** refers to Mr. Samad Ahmed Khan, son of Mr. Ahmed Khan, aged about 35 years, Indian Resident, bearing Permanent Account Number ‘BHXP5365H’ allotted under the Income Tax Act, 1961, resident at Aaman Shanti CHS Building No. 8, Room No. 306 Hiranandini Aakruti, Lallubhai Compound, Mankhurd, Mumbai Suburban – 400043, Maharashtra, India.
- 1.3. **‘BSE’** is the abbreviation for BSE Limited being the only stock exchange on which the Equity Shares of the Target Company are listed. The Equity Shares of the Target Company are presently listed on the Small and Medium Enterprises Exchange of BSE Limited.
- 1.4. **‘Equity Shares’** means fully paid-up equity shares of face value of ₹10.00/- each.
- 1.5. **‘Identified Date’** means the date falling on the 10th Working Day prior to the commencement of the Tendering Period for the Offer, for the purposes of determining the Public Shareholders to whom the Letter of Offer shall be sent. It is clarified that all the Public Shareholders (registered or unregistered) who own Equity Shares are eligible to participate in this Offer at any time before expiry of the Tendering Period.
- 1.6. **‘ISIN’** is the abbreviation for International Securities Identification Number.



- 1.7. **‘Manager’** refers to Swaraj Shares and Securities Private Limited, the Manager to the Offer.
- 1.8. **‘Negotiated Price’** refers to the price of ₹51.00/- per Sale Share, as mutually agreed upon by the Acquirers and the Selling Promoter Shareholder for the acquisition of the Sale Shares by the Acquirers.
- 1.9. **‘Offer’** means an open offer being made by the Acquirers for acquisition of up to 12,14,200 Offer Shares representing 26.00% of the Voting Share Capital of the Target Company, at an offer price of ₹90.00/- per Offer Share, to the Public Shareholders of the Target Company, payable in cash, assuming full acceptance aggregating to a maximum consideration of ₹10,92,78,000.00/-, that will be offered to the Public Shareholders who validly tender their Offer Shares in the Offer.
- 1.10. **‘Offer Documents’** shall mean Public Announcement, Detailed Public Statement, Draft Letter of Offer, Letter of Offer, Recommendation of the Committee of the Independent Directors of the Company, Pre-Offer Cum Corrigendum to Detailed Public Statement, and Post Offer Public Announcement, and any other notices, advertisements, and corrigendum issued by or on behalf of the Manager.
- 1.11. **‘Offer Period’** means the period from the date of entering into an agreement, to acquire the Sale Shares, and Voting Share Capital in, or control over, the Target Company requiring a Public Announcement or the date on which the Public Announcement has been issued by the Acquirers, i.e. Monday, December 30, 2024, and the date on which the payment of consideration to the Public Shareholders whose Equity Shares are validly accepted in this Offer, is made, or the date on which this Offer is withdrawn, as the case may be.
- 1.12. **‘Offer Price’** is a price of ₹90.00/- per Offer Share, to the Public Shareholders of the Target Company, payable in cash, assuming full acceptance aggregating to a maximum consideration of aggregating to an amount of ₹10,92,78,000.00/-, that will be offered to the Public Shareholders who validly tender their Equity Shares in the Offer.
- 1.13. **‘Offer Shares’** means an open offer being made by the Acquirers for acquisition of up to 12,14,200 Offer Shares, representing 26.00% of the Voting Share Capital of the Target Company.
- 1.14. **‘Promoters’** refers to the existing promoters of the Target Company (accordance with the provisions of Regulations 2 (1) (s), and 2 (1) (t) of the SEBI (SAST) Regulations, read with Regulations 2 (1) (oo) and 2 (1) (pp) of the SEBI (ICDR) Regulations), in this case, namely being Mrs. Kashmira Hemantkumar Nanavati, Mrs. Vaishnavi Mihir Patel and Mr. Shreykumar Hasmukhbhai Sheth.
- 1.15. **‘Selling Promoter Shareholder’** refers to one of the existing Promoter of the Target who has entered into a Share Purchase Agreement dated Monday, December 30, 2024 with Acquirers, namely being Mrs. Kashmira Hemantkumar Nanavati.
- 1.16. **‘Public Shareholders’** shall mean all the public shareholders of the Target Company who are eligible to tender their Equity Shares in the Open Offer, excluding the Acquirers, the existing Promoters of the Target Company, i.e., the parties to the Share Purchase Agreement, and persons deemed to be acting in concert with such parties.
- 1.17. **‘Sale Shares’** collectively refers to 24,14,100 Equity Shares representing 51.69% of the Voting Share Capital of the Target Company, to be acquired from the Selling Promoter Shareholder.
- 1.18. **‘SEBI’** means Securities and Exchange Board of India.
- 1.19. **‘SEBI (ICDR) Regulations’** refers to Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and subsequent amendment thereto.
- 1.20. **‘SEBI (LODR) Regulations’** refers to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subsequent amendment thereto.



- 1.21. **‘SEBI (SAST) Regulations’** refers to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendment thereto.
- 1.22. **‘Share Purchase Agreement’** or **‘Underlying Transaction’** refers to the share purchase agreement dated Monday, December 30, 2024 executed between the Acquirers and the Selling Promoter Shareholder, pursuant to which the Acquirers have agreed to acquire 24,14,100 Sale Shares representing 51.69% of the Voting Share Capital, at an Negotiated Price of ₹51.00/- per Sale Share, aggregating to a maximum consideration of ₹12,31,19,100.00/-, payable subject to the terms and conditions specified in the said Share Purchase Agreement.
- 1.23. **‘Target Company’** or **‘NVENTURES’** refers to M/s Nanavati Ventures Limited, a public limited incorporated under the provisions of the Companies Act, 1956, bearing corporate identity number ‘L51109GJ2010PLC061936’, bearing Permanent Account Number ‘AADCN3756A’ allotted under the Income Tax Act, 1961, with its registered office located at Ward-6, PL – 2172 – 2173, 402, 4th Floor, Jin Ratna, Pipla Sheri, Mahidharpura, Surat – 395003, Gujarat, India.
- 1.24. **‘Voting Share Capital’** shall mean the total voting Equity Share capital of the Target Company on a fully diluted basis expected as of the 10th Working Day from the closure of the Tendering Period for the Offer.
- 1.25. **‘Working Day’** refers to the day which shall have the meaning ascribed to it under Regulation 2(1)(zf) of the SEBI (SAST) Regulations.

2. OFFER DETAILS

Offer Size	The Acquirers hereby make this Offer to the Public Shareholders of the Target Company to acquire up to 12,14,200 Offer Shares representing 26.00% of the Voting Share Capital of the Target Company, subject to the terms and conditions specified in this Public Announcement and the Offer Documents, that are proposed to be issued in accordance with the SEBI (SAST) Regulations.
Offer Price / Consideration	The Offer is being made at a price of ₹90.00/- per Offer Share. The Equity Shares of the Target Company are frequently traded in accordance with the provisions of Regulation 2 (1) (j) of the SEBI (SAST) Regulations, and hence the Offer Price has been determined in accordance with the parameters prescribed under Regulations 8 (1) and 8 (2) of the SEBI (SAST) Regulations. Assuming full acceptance under this Offer, the aggregate consideration payable to the Public Shareholders in accordance with the SEBI (SAST) Regulations will be ₹10,92,78,000.00/-, that will be offered to the Public Shareholders who validly tender their Equity Shares in the Offer.
Mode of Payment	The Offer Price will be paid in cash by the Acquirers in accordance with the provisions of Regulation 9 (1) (a) of the SEBI (SAST) Regulations and in accordance with the terms and conditions mentioned in this Public Announcement and to be set out in the Offer Documents proposed to be issued in accordance with the SEBI (SAST) Regulations.
Type of Offer	This Underlying Transaction will result in the Acquirers acquiring more than 25.00% of the Voting Share Capital of the Target Company. Hence, this Offer is a triggered mandatory open offer in compliance with the provisions of Regulations 3 (1) and 4 of the SEBI (SAST) Regulation pursuant to the execution of the Share Purchase Agreement for acquisition of substantial number of Equity Shares, Voting Share Capital, and control over the Target Company. This Offer is not subject to any minimum level of acceptance.



3. TRANSACTION WHICH HAS TRIGGERED THE OFFER OBLIGATIONS (UNDERLYING TRANSACTION)

- 3.1. The Acquirers have entered into a Share Purchase Agreement with the Selling Promoter Shareholder of the Target Company, pursuant to which the Acquirers have agreed to acquire 24,14,100 Sale Shares, which constitutes 51.69% of the Voting Share Capital of the Target Company, at a Negotiated Price of ₹51.00/- per Sale Share, aggregating to a maximum consideration of ₹12,31,19,100.00/-, subject to terms and conditions specified in the said Share Purchase Agreement.
- 3.2. This Underlying Transaction will result in the Acquirers acquiring more than 25.00% of the Voting Share Capital of the Target Company. Hence, this Offer is a triggered mandatory open offer in compliance with the provisions of Regulations 3 (1) and 4 of the SEBI (SAST) Regulation pursuant to the execution of the Share Purchase Agreement for acquisition of substantial number of equity shares, voting rights, and control over the Target Company.
- 3.3. Upon acquisition of the Sale Shares as contemplated in the Share Purchase Agreement, and post successful completion of the Offer, the Acquirers will acquire control over the Target Company and the Acquirers shall become the promoters of the Target Company in accordance with the provisions of the SEBI (LODR) Regulations.
- 3.4. A tabular summary of the Underlying Transaction is set out below:

Particulars		Underlying Transactions
Type of Transaction (direct/ indirect)		Direct Acquisition
Mode of Transaction (Agreement/ Allotment/ Market purchase)		The Acquirers and the Selling Promoter Shareholder have executed a Share Purchase Agreement as on date of this Public Announcement, in pursuance of which the Acquirers have agreed to acquire 24,14,100 Sale Shares representing 51.69% of the Voting Share Capital of the Target Company at a Negotiated Price of ₹51.00/- per Sale Share, aggregating to a maximum consideration of ₹12,31,19,100.00/-, payable subject to the terms and conditions specified in the said Share Purchase Agreement.
Equity Shares/ Voting rights proposed to be acquired (in pursuance of the Share Purchase Agreement)	Number of Equity Shares	24,14,100
	% vis-à-vis Voting Share Capital	51.69%
Total Consideration for Equity Shares/ Voting Rights acquired (for acquisitions made in pursuance of Share Purchase Agreement)		₹12,31,19,100.00/-
Mode of payment (Cash/ securities)		Cash
Regulation which has triggered		Regulations 3 (1) and 4 of SEBI (SAST) Regulations



4. DETAILS OF THE ACQUIRERS

Details		Acquirer 1	Acquirer 2	Total
Name of the Acquirers /PAC		Mrs. Nila Biswakarma	Mr. Samad Ahmed Khan	--
Address of the Acquirers /PAC		3 No Line, Dalsing Para, Dalsingpara Tea Garden, Jalpaiguri – 735208, West Bengal, India	Aaman Shanti CHS Building No. 8, Room No. 306 Hiranandini Aakruti, Lallubhai Compound, Mankhurd, Mumbai Suburban – 400043, Maharashtra, India	--
PAN		DCMPB0272G	BHXP5365H	--
Name(s) of persons in control /promoters of Acquirers/ PACs-where Acquirers/ PAC are companies		Not Applicable	Not Applicable	--
Name of the Group, if any, to which the Acquirers /PAC belongs to		Not Applicable	Not Applicable	--
Pre-Transaction shareholding as on the date of the Public Announcement (A)	Number of Equity Shares	1,02,000	75,000	1,77,000
	% vis-à-vis Voting Share Capital	2.18%	1.61%	3.79%
Equity Shares proposed to be acquired through Share Purchase Agreement (B)	Number of Equity Shares	12,14,100	12,00,000	24,14,100
	% vis-à-vis Voting Share Capital	26.00%	25.69%	51.69%
Proposed shareholding after the acquisition of Offer Shares (C) (Assuming full acceptance in this Offer)*	Number of Equity Shares	6,14,200	6,00,000	12,14,200
	% vis-à-vis Voting Share Capital	13.15%	12.85%	26.00%
Post-Offer Shareholding assuming full acceptance of the Offer Shares in the Offer, on diluted basis on 10 th Working Day after closing of Tendering Period (A+B+C)	Number of Equity Shares	19,30,300	18,75,000	38,05,300
	% vis-à-vis Voting Share Capital	41.33%	40.15%	81.48%
Any other interest in the Target Company		As of the date of this Public Announcement, except from being the existing Public Shareholders of the Target Company and parties to the Share Purchase Agreement, the Acquirers do not hold any other interest or maintain any other relationship in or with the Target Company.		

Notes:

- (a) The Acquirers have not been prohibited by SEBI, from dealing in securities, in terms of directions issued by SEBI under Section 11B of the SEBI Act or any other regulations made under the SEBI Act.
- (b) No person is acting in concert with the Acquirers for the purposes of this Offer. While persons may be deemed to be acting in concert with the Acquirers in terms of Regulation 2(1)(q)(2) of the SEBI (SAST) Regulations ('Deemed PACs'), however



such Deemed PACs are not acting in concert with the Acquirers for the purposes of this Offer, within the meaning of Regulation 2(1)(q)(1) of the SEBI (SAST) Regulations.

- (c) As per Regulation 38 of the SEBI (LODR) Regulations read with Rule 19A of the Securities Contract (Regulation) Rules, 1957, as amended, the Target Company is required to maintain minimum public shareholding, as determined in accordance with the Securities Contract (Regulation) Rules, 1957, as amended, on a continuous basis for listing. Upon completion of the Transactions, if the public shareholding of the Target Company falls below the minimum level of public shareholding as required to be maintained by the Target Company as per the SCRR and the SEBI (LODR) Regulations, the Acquirers undertake to take necessary steps to facilitate the compliance by the Target Company with the relevant provisions prescribed under the Securities Contract (Regulation) Rules, 1957, as amended, as per the requirements of Regulation 7 (4) of the SEBI (SAST) Regulations and/or the SEBI (LODR) Regulations, within the time period stated therein, i.e., to bring down the non-public shareholding to 75.00% within 12 months from the date of such fall in the public shareholding to below 25.00%, through permitted routes and/or any other such routes as may be approved by SEBI from time to time.

5. DETAILS OF THE SELLING PROMOTER SHAREHOLDER

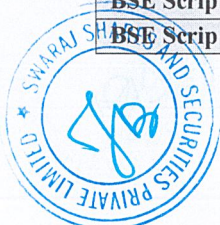
Name of the Selling Promoter Shareholder	Part of Promoter group	Details of Equity Shares / voting rights held by the Selling Promoter Shareholder			
		Pre-Share Purchase Transaction		Post-Share Purchase Transaction	
		No. of Equity Shares	% of Voting Share Capital	No. of Equity Shares	% of Voting Share Capital
Mrs. Kashmira Hemantkumar Nanavati	Yes	24,14,100	51.69%	Nil	Not Applicable
Total		24,14,100	51.69%	Nil	Not Applicable

Upon completion of the Offer formalities, the Selling Promoter Shareholder will no longer hold any Equity Shares or retain control over the Target Company. She will transfer control and management of the Target Company to the Acquirers and subsequently apply for declassification from the 'Promoter and Promoter Group' categories, in accordance with Regulation 31A of the SEBI (LODR) Regulations.

The Selling Promoter Shareholder has not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act or under any other regulation made under the SEBI Act.

6. TARGET COMPANY

Name	Nanavati Ventures Limited
Registered Office	Ward-6, PL – 2172 – 2173, 402, 4 th Floor, Jin Ratna, Pipla Sheri, Mahidharpura, Surat – 395003, Gujarat, India
Contact Number	+91-9316691337
Email Address	info@nventures.co.in
Website	www.nventures.co.in
PAN	AADCN3756A
CIN	L51109GJ2010PLC061936
ISIN	INE0E5R01017
Stock Exchange where listed	BSE Limited
BSE Scrip Code	543522
BSE Scrip ID	NVENTURES



7. OTHER DETAILS

- 7.1. This Public Announcement is made in compliance with the Regulation 13 (1) of the SEBI (SAST) Regulations.
- 7.2. The Acquirers have confirmed that the consummation of the Underlying Transaction is in compliance with the Articles of Association of the Target Company, as available on the website of the Ministry of Corporate Affairs as of date.
- 7.3. The Acquirers does not have an intention to delist the Target Company pursuant to this Offer.
- 7.4. The Detailed Public Statement to be issued pursuant to this Public Announcement in accordance with Regulations 13(4), 14 (3), and 15 (2) and other applicable regulations of the SEBI (SAST) Regulations shall be published in newspapers, within 5 Working Days of this Public Announcement, i.e., on or before Monday, January 06, 2025. The Detailed Public Statement shall, inter alia, contain details of the Offer including the detailed information of the Offer Price, the Acquirers, the Target Company, the Selling Promoter Shareholder, background to the Offer, relevant conditions under the Share Purchase Agreement, statutory approvals required for this Offer, details of financial arrangements, and such other terms and conditions as applicable to this Offer. The Detailed Public Statement will be published, as required by Regulation 14(3) of the SEBI (SAST) Regulations, in all editions of any one English national daily newspaper with wide circulation, any one Hindi national daily newspaper with wide circulation, any one regional language daily newspaper with wide circulation at the place where the registered office of the Target Company is situated, and any one regional language daily newspaper at the place of the stock exchange where the maximum volume of trading in the Equity Shares was recorded during the 60 trading days preceding the date of this Public Announcement i.e., Mumbai.
- 7.5. The completion of this Offer and the underlying transaction is subject to receipt of statutory and regulatory approvals and other terms and conditions as set out in the Share Purchase Agreement. Further, this Offer is subject to the terms and conditions mentioned in this Public Announcement, and the Offer Documents that are proposed to be issued in accordance with the SEBI (SAST) Regulations.
- 7.6. The Acquirers have given an undertaking that they have adequate financial resources to meet their obligations under the SEBI (SAST) Regulations for the purpose of this Offer.
- 7.7. The Offer is not conditional upon any minimum level of acceptance in accordance with Regulation 19(1) of the SEBI (SAST) Regulations.
- 7.8. The Offer is not a competing offer in accordance with Regulation 20 of the SEBI (SAST) Regulations.
- 7.9. All the information pertaining to the Target Company in this Public Announcement has been obtained from publicly available sources or provided by the Target Company. All the information pertaining to the Selling Promoter Shareholder contained in this Public Announcement has been obtained from them and the accuracy thereof related to all has not been independently verified by the Manager. The accuracy of such information has not been independently verified by the Manager to the Open Offer.
- 7.10. In this Public Announcement, all references to ₹ are references to the Indian Rupees.
- 7.11. In this Public Announcement, any discrepancy in any amounts as a result of multiplication or totaling is due to rounding off.
- 7.12. The Acquirers accept full responsibility for the information contained in this Public Announcement (other than such information as has been obtained from public sources or provided by or relating to and confirmed by the Target Company and/or the Selling Promoter Shareholder) and undertakes that they are aware of and will comply with their obligations under the SEBI (SAST) Regulations in respect of this Offer. The Acquirers will be responsible for ensuring compliance with the SEBI (SAST) Regulations.



7.13. The signatory of this Public Announcement has been duly and lawfully authorized to sign it.

Issued by the Manager to the Offer

On Behalf of the Acquirers



Swaraj Shares and Securities Private Limited

Principal Place of Business: Unit No 304, A Wing, 215 Atrium, Near Courtyard Marriot, Andheri East, Mumbai - 400093, Maharashtra, India

Contact Person: Mr. Tanmoy Banerjee/ Ms. Pankita Patel

Contact Number: +91-22-69649999

Email Address: takeover@swarajshares.com

Investor grievance Email Address: investor.relations@swarajshares.com

Corporate Identification Number: U51101WB2000PTC092621

SEBI Registration Number: INM000012980

Validity: Permanent

For and on behalf of the Acquirers

sd/-

Mrs. Nila Biswakarma

(Acquirer 1)

Place: Mumbai

Date: Monday, December 30, 2024

